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SURFACE TRANSPORTATION BOARD

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February 7, 2003

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 10, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ARCHER DANIELS MIDLAND COMPANY**  
4666 Faries Parkway, P.O. Box 1470, Decatur, IL 62525

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ARCHER DANIELS MIDLAND COMPANY**, covering 243 hopper cars with reporting marks and numbers CEFX 10001 - CEFX 11288, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #20972 dated 10/28/97 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

*Sherry Lewey*  
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10<sup>th</sup> day of December 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND CO., a Delaware corporation, with an address at 4666 Faries Parkway, , Decatur, IL 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on October 28, 1997 as recordation number 20972.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY

By: Randy Neumaier  
Name: Randy Neumaier  
Title: Senior Vice President-Transportation

## Schedule A

### Number of Cars

### Equipment Description

243 5,150 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	10001	53	CEFX	10157	105	CEFX	10535
2	CEFX	10005	54	CEFX	10160	106	CEFX	10536
3	CEFX	10008	55	CEFX	10161	107	CEFX	10554
4	CEFX	10009	56	CEFX	10162	108	CEFX	10606
5	CEFX	10012	57	CEFX	10163	109	CEFX	10682
6	CEFX	10016	58	CEFX	10164	110	CEFX	10822
7	CEFX	10022	59	CEFX	10166	111	CEFX	10823
8	CEFX	10030	60	CEFX	10167	112	CEFX	10825
9	CEFX	10037	61	CEFX	10168	113	CEFX	10842
10	CEFX	10042	62	CEFX	10171	114	CEFX	10845
11	CEFX	10049	63	CEFX	10172	115	CEFX	10849
12	CEFX	10101	64	CEFX	10173	116	CEFX	10851
13	CEFX	10102	65	CEFX	10174	117	CEFX	10858
14	CEFX	10103	66	CEFX	10175	118	CEFX	10932
15	CEFX	10104	67	CEFX	10179	119	CEFX	10934
16	CEFX	10105	68	CEFX	10180	120	CEFX	10941
17	CEFX	10107	69	CEFX	10181	121	CEFX	10952
18	CEFX	10110	70	CEFX	10182	122	CEFX	10959
19	CEFX	10111	71	CEFX	10184	123	CEFX	10963
20	CEFX	10115	72	CEFX	10185	124	CEFX	10965
21	CEFX	10116	73	CEFX	10186	125	CEFX	10967
22	CEFX	10118	74	CEFX	10187	126	CEFX	10969
23	CEFX	10119	75	CEFX	10188	127	CEFX	10970
24	CEFX	10120	76	CEFX	10189	128	CEFX	10972
25	CEFX	10121	77	CEFX	10190	129	CEFX	10973
26	CEFX	10122	78	CEFX	10191	130	CEFX	10974
27	CEFX	10123	79	CEFX	10192	131	CEFX	10975
28	CEFX	10124	80	CEFX	10193	132	CEFX	10976
29	CEFX	10125	81	CEFX	10194	133	CEFX	10977
30	CEFX	10126	82	CEFX	10195	134	CEFX	10978
31	CEFX	10127	83	CEFX	10198	135	CEFX	10979
32	CEFX	10128	84	CEFX	10199	136	CEFX	10980
33	CEFX	10130	85	CEFX	10200	137	CEFX	10981
34	CEFX	10131	86	CEFX	10202	138	CEFX	10983
35	CEFX	10132	87	CEFX	10204	139	CEFX	10984
36	CEFX	10134	88	CEFX	10208	140	CEFX	10986
37	CEFX	10136	89	CEFX	10209	141	CEFX	10987
38	CEFX	10137	90	CEFX	10319	142	CEFX	10988
39	CEFX	10138	91	CEFX	10323	143	CEFX	10989
40	CEFX	10140	92	CEFX	10327	144	CEFX	10990
41	CEFX	10141	93	CEFX	10336	145	CEFX	10991
42	CEFX	10142	94	CEFX	10340	146	CEFX	10992
43	CEFX	10143	95	CEFX	10341	147	CEFX	10993
44	CEFX	10144	96	CEFX	10343	148	CEFX	10994
45	CEFX	10146	97	CEFX	10352	149	CEFX	10995
46	CEFX	10147	98	CEFX	10363	150	CEFX	10996
47	CEFX	10148	99	CEFX	10369	151	CEFX	10997
48	CEFX	10149	100	CEFX	10375	152	CEFX	10998
49	CEFX	10150	101	CEFX	10380	153	CEFX	10999
50	CEFX	10151	102	CEFX	10385	154	CEFX	11000
51	CEFX	10155	103	CEFX	10388	155	CEFX	11001
52	CEFX	10156	104	CEFX	10524	156	CEFX	11002

## Schedule A

Number of Cars	Equipment Description
243	5,150 C.F. covered hopper car with gravity gates and trough hatches

157	CEFX	11003	209	CEFX	11058
158	CEFX	11004	210	CEFX	11227
159	CEFX	11005	211	CEFX	11236
160	CEFX	11006	212	CEFX	11239
161	CEFX	11007	213	CEFX	11243
162	CEFX	11008	214	CEFX	11244
163	CEFX	11009	215	CEFX	11248
164	CEFX	11010	216	CEFX	11249
165	CEFX	11011	217	CEFX	11250
166	CEFX	11012	218	CEFX	11255
167	CEFX	11013	219	CEFX	11257
168	CEFX	11014	220	CEFX	11258
169	CEFX	11015	221	CEFX	11260
170	CEFX	11016	222	CEFX	11261
171	CEFX	11017	223	CEFX	11262
172	CEFX	11018	224	CEFX	11263
173	CEFX	11019	225	CEFX	11264
174	CEFX	11020	226	CEFX	11265
175	CEFX	11021	227	CEFX	11266
176	CEFX	11022	228	CEFX	11267
177	CEFX	11023	229	CEFX	11268
178	CEFX	11024	230	CEFX	11269
179	CEFX	11025	231	CEFX	11271
180	CEFX	11026	232	CEFX	11274
181	CEFX	11027	233	CEFX	11275
182	CEFX	11028	234	CEFX	11276
183	CEFX	11029	235	CEFX	11278
184	CEFX	11030	236	CEFX	11279
185	CEFX	11031	237	CEFX	11280
186	CEFX	11032	238	CEFX	11281
187	CEFX	11033	239	CEFX	11282
188	CEFX	11034	240	CEFX	11283
189	CEFX	11035	241	CEFX	11286
190	CEFX	11036	242	CEFX	11287
191	CEFX	11037	243	CEFX	11288
192	CEFX	11038			
193	CEFX	11039			
194	CEFX	11040			
195	CEFX	11041			
196	CEFX	11042			
197	CEFX	11043			
198	CEFX	11044			
199	CEFX	11045			
200	CEFX	11046			
201	CEFX	11048			
202	CEFX	11049			
203	CEFX	11050			
204	CEFX	11052			
205	CEFX	11053			
206	CEFX	11055			
207	CEFX	11056			
208	CEFX	11057			